

or a pharmaceutically acceptable salt thereof,

wherein

$R_1$  is

- a)  $C_{4-12}$  alkyl,
- b)  $C_{2-12}$  alkenyl,
- c)  $C_{4-12}$  alkynyl,
- d)  $-(CH_2)_h-C_{3-8}$  cycloalkyl,
- e)  $-(CH_2)_h$ -aryl,
- f)  $-(CH_2)_h$ -het,

$R_2$  is

- a)  $C_{1-12}$  alkyl,
- b)  $C_{2-12}$  alkenyl,
- c)  $C_{2-12}$  alkynyl,
- d)  $-(CH_2)_h-C_{3-8}$  cycloalkyl,
- e)  $-(CH_2)_h-C_{3-8}$  cycloalkenyl,
- f)  $-(CH_2)_h$ -aryl,
- g)  $-(CH_2)_h$ -het,
- h)  $-(CH_2)_h$ -Q,

i)  $-(CH_2)_i$ -Q or  $-(CH_2)_i$ -X- $R_4$ , optionally the  $-(CH_2)_i$ - chain can be substituted

with one or two  $C_{1-4}$  alkyl or phenyl, which in turn can be substituted with one to three halo or  $C_{1-4}$  alkyl, or

l)  $-(CH_2)_h$ CHR<sub>5</sub>R<sub>6</sub>;

$R_3$  is

- a) H,

- b)  $C_{3-6}$  cycloalkyl,
- c)  $C_{1-4}$  alkyl, or
- d)  $-(CH_2)_h$ -phenyl;

X is

- a)  $-O-$
- b)  $-S(=O)_j-$ ,
- c)  $-NR_7-$ ,
- d)  $-S(=O)_2NR_8-$ , or
- e)  $-C(=O)-$ ;

$R_4$  is

- a) H,
- b)  $C_{1-8}$  alkyl,
- c)  $-(CH_2)_h$ -phenyl, or
- d)  $-(CH_2)_h$ -het;

$R_5$  is

- a)  $C_{1-4}$  alkyl, or
- b)  $-C(=O)R_3$ ;

$R_6$  is

- a)  $-C(=O)R_3$ , or
- b)  $-(CH_2)_hC(=O)R_3$ ;

$R_7$  is

- a) H,
- b)  $C_{1-4}$  alkyl,
- c)  $-(CH_2)_h$ -phenyl,

d)  $-C(=O)-R_3$ ,

e)  $-S(=O)_2R_3$ , or

f)  $-C(=O)OR_3$ ;

$R_8$  is

a)  $C_{1-4}$  alkyl, or

b)  $-(CH_2)_h$ -phenyl;

Y is

a)  $-OH$ ,

b)  $-NR_9R_{10}$ , or

c) fluoro;

$R_9$  and  $R_{10}$  are the same or different and are

a) H,

b)  $-C(=O)-R_3$ ,

c)  $-C(=O)-OR_3$ , or

d)  $-C(=O)-NHR_3$ ;

aryl is monocarbocyclic, or a bicarbocyclic aromatic moiety;

het is a 5- to 10-membered unsaturated monocyclic or a bicyclic heterocyclic moiety having one to three atoms selected from the group consisting of oxygen, nitrogen, and sulfur;

Q is a 5- to 10-membered saturated monocyclic or bicyclic heterocyclic moiety having one to two atom(s) selected from the group consisting of oxygen, nitrogen, and sulfur;

aryl, het,  $C_{1-12}$  alkyl,  $C_{1-4}$  alkyl,  $C_{2-12}$  alkenyl,  $C_{2-12}$  alkynyl,  $-C_{3-8}$  cycloalkyl,  $-C_{3-8}$  cycloalkenyl, Q and phenyl are optionally substituted;

h is 0, 1, 2, 3, 4, 5, or 6;

i is 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10;

j is 0, 1, or 2;

with the following provisos:

a) where  $R_2$  is  $C_{1-6}$  alkyl, Y is other than  $-NR_9R_{10}$ ,

b) where h is 0, het is attached to the  $\alpha$ -position via the carbon atom of heterocyclic moiety, and

c) where h is 0, Q is attached to the  $\alpha$ -position via the carbon atom of heterocyclic moiety;

wherein when Y is  $-OH$  and  $R_1$  is phenyl substituted with fluorine, then  $R_2$  is not  $C_{1-2}$  alkyl,

wherein when Y is  $NH_2$  and  $R_1$  is  $-CH_2$ -phenyl, then  $R_2$  is not  $C_{1-2}$  alkyl, and

wherein when Y is  $-OH$  and  $R_1$  is substituted phenyl, then  $R_2$  is not  $C_{1-2}$  alkyl.--

--6 The compound of claim 4 that is:

2-Hydroxy-2-(1-butylhydantoin-3-yl)methyl-3-(4-butoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-(1,5,5-trimethylhydantoin-3-yl)methyl-3-(4-butoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-(phenylthio)methyl-3-(4-butoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-(benzylthio)methyl-3-(4-butoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-(2-benzylthio-2-methyl-ethyl)-3-(4-butoxybenzenesulfonyl)-propionic acid;

2-Hydroxy-2-(1-methylhydantoin-3-yl)methyl-3-(4-chlorobiphenylsulfonyl)propionic acid;

2-Hydroxy-2-(1-butylhydantoin-3-yl)methyl-3-(4-chlorobiphenylsulfonyl)-propionic acid;

2-Hydroxy-2-(1, 5, 5-trimethylhydantoin-3-yl)methyl-3-(4-chlorobiphenylsulfonyl)propionic acid;

2-Hydroxy-2-(phenylthio)methyl-3-(4-chlorobiphenylsulfonyl)propionic acid;

2-Hydroxy-2-(benzylthio)methyl-3-(4-chlorobiphenylsulfonyl)propionic acid;

2-Hydroxy-2-(pyrid-2-yl)thiomethyl-3-(4-chlorobiphenylsulfonyl)propionic acid;

2-Hydroxy-2-(5-methylisoxazol-3-yl)methylthiomethyl-3-(4-chlorobiphenylsulfonyl)propionic acid;

2-Hydroxy-2-[2-(1-methylhydantoin-3-yl)-2-methylethyl]-3-(4-chlorobiphenylsulfonyl)propionic acid;

2-Hydroxy-2-(2-benzylthio-2-methylethyl)-3-(4-chlorobiphenylsulfonyl)-propionic acid;

2-Hydroxy-2-(1-methylhydantoin-3-yl)methyl-3-(4-phenoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-(1-butylhydantoin-3-yl)methyl-3-(4-phenoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-(1, 5, 5-trimethylhydantoin-3-yl)methyl-3-(4-phenoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-(phenylthio)methyl-3-(4-phenoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-(benzylthio)methyl-3-(4-phenoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-[2-(1-methylhydantoin-3-yl)-2-methylethyl]-3-(4-phenoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-[2-(1-methyl-1H-imidazol-2-yl)thio-2-methylethyl]-3-(4-phenoxybenzenesulfonyl)propionic acid;

2-Hydroxy-2-(1,5,5-trimethylhydantoin-3-yl)methyl-3-[4-(pyrid-4-yl)benzenesulfonyl]propionic acid;

2-Hydroxy-2-(phenylthio)methyl-3-[4-(pyrid-4-yl)benzenesulfonyl]propionic acid

or

2-Hydroxy-2-(1,5,5-trimethylhydantoin-3-yl)methyl-3-[4-(pyrid-4-yl)oxy

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benzenesulfonyl]propionic acid.--

Please add new Claims 20-36:

--20. (New) The compound of Claim 4, wherein  $R_1$  is  $C_{4-12}$  alkyl.

21. (New) The compound of Claim 4, wherein  $R_1$  is not  $C_{4-12}$  alkyl.

22. (New) The compound of Claim 4, wherein  $R_1$  is  $-(CH_2)_n$ -aryl.

23. (New) The compound of Claim 4, wherein  $R_1$  is not  $-(CH_2)_n$ -aryl.

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24. (New) The compound of Claim 4, wherein  $R_1$  is n-butyl, isobutyl, 1-methylpropyl, tert-butyl, n-pentyl, 3-methylbutyl, n-hexyl, n-heptyl, n-octyl, phenyl, 4-methylphenyl, 4-ethylphenyl, 4-tertbutylphenyl, 4-isopropylphenyl, 4-chlorophenyl, 4-bromophenyl, 4-fluorophenyl, 4-trifluoromethylphenyl, 4-methoxyphenyl, 4-ethoxyphenyl, 4-n-butoxyphenyl, benzyl, 4-phenylbenzyl, 2-, 3-, or 4-fluorobenzyl, 2-, 3-, 4-chlorobenzyl, 2-, 3-, 4-bromobenzyl, 4-ethoxybenzyl, 4-phenylphenyl (biphenyl), 4-chlorobiphenyl, 4-phenoxyphenyl, 4-(pyrid-4-yl)phenyl, 4-(pyrid-4-yl)oxyphenyl, or 4-(benzamido)phenyl.

25. (New) The compound of Claim 4, wherein  $R_1$  is n-butyl, n-pentyl, n-hexyl, n-heptyl, n-octyl, phenyl, 4-methylphenyl, 4-ethylphenyl, 4-isopropylphenyl, 4-chlorophenyl, 4-bromophenyl, 4-fluorophenyl, 4-methoxyphenyl, 4-butoxyphenyl, benzyl, 4-fluorobenzyl, 4-chlorobenzyl, 4-bromobenzyl, 4-ethoxybenzyl, 4-phenylphenyl, 4-n-butylphenyl, biphenyl, 4-chlorobiphenyl, 4-phenoxyphenyl, 4-(pyrid-4-yl)phenyl, and 4-(pyrid-4-yl)oxyphenyl.

26. (New) The compound of Claim 4, wherein  $R_2$  is  $C_{1-12}$  alkyl.

27. (New) The compound of Claim 4, wherein  $R_2$  is  $C_{4-12}$  alkyl.

28. (New) The compound of Claim 4, wherein  $R_2$  is not  $C_{1-12}$  alkyl.

29. (New) The compound of Claim 4, wherein  $R_2$  is  $C_{2-12}$  alkenyl.

30. (New) The compound of Claim 4, wherein  $R_2$  is  $C_{2-12}$  alkynyl.

31. (New) The compound of Claim 4, wherein  $R_2$  is  $-(CH_2)_h-C_{3-8}$  cycloalkyl,  $-(CH_2)_h-C_{3-8}$  cycloalkenyl, or  $-(CH_2)_h$ -aryl.

32. (New) The compound of Claim 4, wherein  $R_2$  is 1-cyano-1-phenyl methyl, 2-cyanoethyl, 2-phenylethyl, 2-bromo-2-phenylethyl, 2-bromoethyl, propyl, isopropyl, 3-chloropropyl, 3-bromopropyl, n-butyl, isobutyl, 3-methylbutyl, 1-methylpropyl, tert-butyl, n-pentyl, 3-methylbutyl, n-hexyl, n-heptyl, n-octyl, n-hexadecyl, n-octadecyl, 2-propenyl, 2-propynyl, 3-butenyl, 4-pentenyl, 3-butenynyl, 4-pentenynyl, cyclopentyl, cyclohexyl, cyclohexylmethyl, 2-cyclohexylethyl, 4-cyclohexylbutyl, dimethylaminomethyl, dimethylaminoethyl, dimethylaminopropyl, diethylaminopropyl, phenylaminomethyl, phenyl, 4-methylphenyl, 4-chlorophenyl, 4-bromophenyl, 4-fluorophenyl, 4-trifluoromethylphenyl, 2-methoxyphenyl, 4-methoxyphenyl, 4-nitrophenyl, 4-ethoxyphenyl, benzyl, 4-methylbenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-chlorobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 4-ethoxybenzyl, 4-nitrobenzyl, methylcarbonyl, 1-methylcarbonylmethyl, 2-phenylcarbonylethyl, isopropylcarbonyl, methoxycarbonyl, ethoxycarbonyl, 1,1-ethoxycarbonylmethyl, 2,2-ethoxycarbonylethyl, 1,2-ethoxycarbonylethyl, 2-methoxycarbonylpropyl, 3-methoxycarbonyl-propyl, 1-ethoxycarbonylmethyl, 1-ethoxycarbonylethyl, phenylcarbonyl, phenylcarbonylmethyl, pyridylcarbonylmethyl, pyridylmethyl, pyridylethyl, quinolinylmethyl, pyrrolylmethyl, indolylmethyl, thienyl, thiazolyl, thienylmethyl, thienylethyl, piperidinylmethyl, piperazinylmethyl, 4-(methanesulfonyl)-piperazinylmethyl, morpholinomethyl, morpholinoethyl, morpholinopropyl, thiomorpholinomethyl, thiomorpholinopropyl, 3-(4-methoxy-benzenesulfonyl)-aminopropyl, 3-hydroxy, 3-amino, or 3-phenoxy-propyl, 2-phenylethyloxy, (1-methylhydantoin-3-yl)methyl, (1-ethylhydantoin-3-yl)methyl, (1-

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propylhydantoin-3-yl)methyl, (1-isopropylhydantoin-3-yl)methyl, (1-benzyl-hydantoin-3-yl)methyl, (1,5,5-trimethylhydantoin-3-yl)methyl, (1-butylhydantoin 3-yl)methyl, (1-butyl-5,5-dimethylhydantoin-3-yl)methyl, 2-(1-methylhydantoin-3-yl)methyl-2-methylethyl, methylthiomethyl, ethylthiomethyl, butylthiomethyl, phenylthiomethyl, (2-methoxy)phenylthiomethyl, benzylthiomethyl, (pyrid-2-yl)thiomethyl, (pyrid-2-yl)methylthiomethyl, (2-methyl-5-oxo-6-hydroxy-2,5-dihydro-1,2,4-triazin-3-yl)thiomethyl, (2-aminothiazol-5-yl)thiomethyl, (1-methyl-1H-imidazol-2-yl)thiomethyl, (1-methyl-1H-imidazol-2-yl)methylthiomethyl, (1-benzyl-1H-imidazol-2-yl)thiomethyl, (1-benzyl-1H-imidazol-2-yl)methylthiomethyl, (1-methyltetrazol-5-yl)thiomethyl, (tetrazolo-[1,5b]pyridazin-6-yl)thiomethyl, (5-methylisoxazol-3-yl)thiomethyl, (5-methylisoxazol-3-yl)methylthiomethyl, 2-benzylthio-2-methylethyl, 2-(pyrid-2-yl)methylthio-2-methyl-ethyl, 2-(1-methyl-1H-imidazol-2-yl)methylthio-2-methylethyl, 2-(1-benzyl-1H-imidazol-2-yl)methylthio-2-methylethyl, 2-(5-methylisoxazol-3-yl)methylthio-2-methylethyl, (4-methoxybenzene-sulfonyl)methyl, (4-butoxybenzenesulfonyl) methyl, (4-chlorobenzenesulfonyl)methyl, (4-bromobenzenesulfonyl)methyl, (n-butylsulfonyl)methyl, (n-octylsulfonyl)methyl, 3-(4-methoxy-benzenesulfonyl)propyl, (4-methylbenzenesulfonyl)methyl, (benzenesulfonyl)methyl, (4-phenylbenzenesulfonyl)methyl, (4-n-butylphenylsulfonyl) methyl, benzenecarbonylamino or cyclopentanecarbonylamino.

33. (New) The compound of Claim 4, wherein R<sub>2</sub> is (4-methoxybenzenesulfonyl)methyl, (4-fluorobenzenesulfonyl)methyl, (4-phenylbenzenesulfonyl)methyl, (4-n-butylphenylsulfonyl)methyl, benzenecarbonylamino, cyclopentanecarbonylamino, piperazinyl-methyl, 4-(methanesulfonyl)piperazinylmethyl, morpholinomethyl, (1-methylhydantoin-3-yl)methyl, (1,5,5-trimethylhydantoin-3-yl)methyl, (1-butylhydantoin-3-yl)methyl, 2-(1-methylhydantoin-3-yl)methyl-2-methylethyl,